

# EXHIBIT B

**BYLAWS  
OF  
BLOCKCHAIN GAME PARTNERS, INC.**

**1. OFFICES**

**1.01 Registered Office and Registered Agent.** The registered office of the corporation for is located at 1220 South Washington Street, Afton, Wyoming 83110. The registered agent for Wyoming is Rulon Gardner.

**1.02 Other Offices.** In addition to the registered office, other offices may also be maintained by such other place or places, either within or without the State of Wyoming, as may be designated from time to time by the board of directors, where any and all business of the corporation may be transacted, and where meetings of the shareholders and of the directors may be held with the same effect as though done or held at said registered office.

**2. SHAREHOLDER MEETINGS**

**2.01 Annual Meetings.** The annual meeting of the shareholders, commencing with the year 2019 shall be held at the registered office of the corporation, or at such other place as may be specified or fixed in the notice of such meetings in the month of or the month preceding the due date of the annual list of the officers and directors of the corporation at such time as the shareholders shall decide, for the election of directors and for the transaction of such other business as may properly come before said meeting.

**2.02 Notice of Annual Meetings.** Unless notice is waived by the shareholders, the secretary shall mail, in the manner provided in Section 2.05 of these bylaws, or deliver a written or printed notice of each annual meeting to each shareholder of record entitled to vote, or may notify by email or other electronic means, at least ten and not more than sixty days before the date of such meeting.

**2.03 Place of Meeting.** The board of directors may designate any place either within or without the State of Wyoming as the place of meeting for any annual meeting or for any special meeting of shareholders called by the board of directors. A waiver of notice signed by all shareholders may designate any place either within or without the State of Wyoming, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Wyoming, except as otherwise provided in Section 2.06 of these bylaws, entitled "Meeting Without Notice."

**2.04 Special Meetings.** Special meetings of the shareholders shall be held at the registered office of the corporation or at such other place as shall be specified or fixed in a notice thereof. Such special shareholder meetings may be called at any time by the president or secretary, or by a majority of the board of directors then in office, and shall be called by the

president with or without board approval on the written request of the holders of record of at least fifty percent (50%) of the number of shares of the corporation then outstanding and entitled to vote, which written request shall state the object of such meeting.

**2.05 Notice of Meetings.** Unless waived by the shareholders, written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by mail or email, by or at the direction of the president or the secretary to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the mail, addressed to the shareholder at his address as it appears on the records of the corporation, with postage prepaid. Any shareholder may at any time, by a duly signed statement in writing to that effect, waive any statutory or other notice of any meeting, whether such statement be signed before or after such meeting.

**2.06 Meeting Without Notice.** If all the shareholders shall meet at any time and place, either within or without the State of Wyoming, or by electronic means whereby all shareholders may participate, and each consent to the holding of the meeting at such time and place, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken.

**2.07 Quorum and Shareholder Acts.** At all shareholders' meetings, the presence in person or by proxy of the holders of a super majority (75%) of the outstanding stock entitled to vote shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn to some future time not less than seven nor more than twenty-one (21) days later, and the secretary shall thereupon give at least three days notice by mail to each shareholder entitled to vote who is absent from such meeting. Except where a higher percentage is expressly required by the bylaws or by law, an act of the holders of the super majority (75%) of voting shares that are present at a meeting is an act of the shareholders.

**2.08 Mode of Voting.** At all shareholder meetings, the voting may be voice vote, or any other method demanded by a majority of shareholders present and entitled to vote at the meeting.

**2.09 Proxies.** At any shareholder meeting, any shareholder may be represented and vote by a proxy or proxies appointed by an instrument in writing. Execution may be accomplished by the signing of the writing by the shareholder or other persons authorized to sign on his behalf, or by causing the signature of the shareholder to be made by any reasonable means including, but not limited to, a facsimile or electronic signature. In the event any such instrument in writing shall designate two or more persons to act as proxies, a majority of such persons present at the meeting, or, if only one shall be present, then that one shall have and may exercise all of the powers conferred by such written instrument upon all of the persons so designated unless the instrument shall otherwise provide. No such proxy shall be valid after the expiration of six months from the date of its execution, unless the person executing it specified therein the length of time for which it is to continue in force, which in no case shall exceed one

year from the date of its execution. Subject to the above, any proxy duly executed is not revoked and continues in full force and effect until an instrument revoking it or a duly executed proxy bearing a later date is filed with the secretary of the corporation. At no time shall any proxy be valid which shall be filed less than one day before the commencement of the meeting.

**2.10 Voting Lists.** The Company Secretary or director in charge of the transfer books for shares of the corporation shall make, at least three days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting, which list for a period of two days prior to such meeting shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder at any time during the meeting. The original share ledger or transfer book, or duplicate thereof, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any shareholder meeting.

**2.11 Closing Transfer Books or Fixing of Record Date.** For the purpose of determining shareholders entitled to notice or to vote for any meeting of shareholders, the board of directors of the corporation may provide that the stock transfer books be closed for a stated period but not to exceed in any case sixty (60) days before such determination. If the stock transfer books are closed for the purpose of determining shareholders entitled to notice of a shareholder meeting, such books shall be closed for at least fifteen days immediately preceding such meeting. In lieu of closing the stock transfer books, the board of directors may fix, in advance, a date in any case to be not more than sixty (60) days, nor less than ten (10) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for determination of shareholders entitled to notice of a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date of which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring such dividend is adopted, as the case may be, shall be the record date for such determinations of shareholders.

**2.12 Voting of Shares.** Subject to the provisions of Section 2.14, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to vote at a shareholder meeting.

**2.13 Voting of Shares by Certain Holders.** Shares standing in the name of another corporation or entity, domestic or foreign, may be voted by such officer, agent, or proxy as the governing documents for such entity or trust may prescribe.

Shares in the name of a deceased person may be voted by the shareholder's administrator or executor, either in person or by proxy. Shares standing in the name of a guardian, conservator or trust may be voted by such fiduciary either in person or by proxy, but no guardian, conservator, or trustee shall be entitled, as such fiduciary, to vote shares held without a transfer of such shares.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof if

authority so to do is contained in an appropriate order of the court at which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of treasury stock of this corporation shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any time, but shares held by the corporation in a fiduciary capacity may be voted and shall be counted in determining the total number of outstanding shares at any given time.

**2.14 Election of Directors.** Directors shall be elected by a super majority (75%) vote of shareholders. At each election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned for as many persons as there are directors to be elected and for whose election the shareholder has a right to vote. A shareholder does not have a right to cumulate votes for any one director. A shareholder may only cast a vote for each director to be elected which does not exceed the number of shares owned by that shareholder. Directors of this corporation shall not be elected otherwise.

**2.15 Informal Action by Shareholders.** Any action required or permitted to be taken at a shareholder meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a super majority (75%) of the shareholders entitled to vote with respect to the subject matter thereof.

**2.16 Attendance by Conference Call.** Shareholders may participate in a meeting of shareholders by means of a telephone conference or similar method of communication by which all persons participating in the meeting can hear each other. Attendance by this method shall constitute presence in person at the meeting.

### **3. DIRECTORS**

**3.01 General Powers.** The board of directors shall have the control and general management of the affairs and business of the corporation. Such directors shall in all cases act as a board, regularly convened, by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these bylaws, the Articles of Incorporation and the laws of the State of Wyoming.

**3.02 Number of Directors.** The affairs and business of this corporation shall be managed by a board of directors consisting of at least two (2) persons who must be at least eighteen (18) years old.

**3.03 Election.** The directors of the corporation shall be elected at the annual meeting of the shareholders, except as hereinafter otherwise provided for the filling of vacancies. Each director shall hold office for a term of one year and until a successor shall have been duly chosen and shall have qualified, or until death, or until resignation or removal in the manner hereinafter provided.

**3.04 Vacancies in the Board.** Any vacancy in the board of directors occurring during the year through death, resignation, removal or other cause, including vacancies caused by an increase in the number of directors, shall be filled for the unexpired portion of the director's term by the remaining directors. A majority of the remaining directors shall constitute a quorum, at any regular or special meeting of the board called for the purpose of filling a vacancy on the board.

**3.05 Directors Meetings.** The annual meeting of the board of directors shall be held each year immediately following the annual meeting of the shareholders. Other regular meetings of the board of directors shall from time to time by resolution be prescribed. No further notice of such annual or regular meeting of the board of directors need be given.

**3.06 Special Meetings.** Special meetings of the board of directors may be called by or at the request of the president of the corporation or any director. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the State of Wyoming, as the place for holding any special meeting of the board of directors.

**3.07 Notice.** Notice of any special meeting shall be given at least twenty-four hours previous thereto by written notice if personally delivered, or five days previous thereto if mailed or emailed to each director. If mailed, such notice shall be deemed to have been delivered when deposited in the mail, with postage prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email is sent. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**3.08 Chairman.** At all meetings of the board of directors, the president of the corporation shall serve as chairman, or in the absence of the president, the directors present shall choose by majority vote a director to preside as chairman.

**3.09 Quorum and Manner of Acting.** A super majority (75%) of the directors shall constitute a quorum for the transaction of business at any meeting and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors. In the absence of a quorum, the majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given. The directors shall act only as a board and the individual directors shall have no power as such. Directors may participate in the meeting by telephone conference or similar methods of

communication by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

**3.10 Removal of Directors.** Any one or more of the directors may be removed either with or without cause at any time by the vote or written consent of the shareholders representing two-thirds of the issued and outstanding stock of the corporation.

**3.11 Voting.** At all meetings of the board of directors, each director is to have one vote, irrespective of the number of shares of stock that director holds.

**3.12 Compensation.** By resolution of the board of directors, the directors may be paid their expenses, if any of attendance at each meeting of the board, and may be paid a fixed sum for attendance at meetings or a stated salary of directors. No such payment shall preclude any director from serving the corporation in any other capacity or receiving compensation.

**3.13 Presumption of Assent.** A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken, shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**3.14 Director Committees.** The directors may create one or more committees and appoint members of the board of directors to serve on them. Each committee may exercise those aspects of the authority of the board of directors conferred upon such committee, but a committee may not: (a) authorize distributions to shareholders; (b) approve or propose to shareholders any action that must be approved by shareholders; (c) fill vacancies on the board of directors or any committee; (d) amend the articles of incorporation or the bylaws; (e) approve a plan of merger; or (f) authorize, approve, or ratify any action with respect to the issuance, sale, or any other action with respect to the shares of the Corporation.

#### **4. OFFICERS**

**4.01 Number.** The officers of the corporation shall be a president, a treasurer and a secretary and such other or subordinate officers as the board of directors may from time to time elect. One person may hold the office and perform the duties of one or more of said officers. No officer need be a member of the board of directors.

**4.02 Election, Term of Office, Qualifications.** The officers of the corporation shall be chosen by the board of directors and they shall be elected annually at the meeting of the board of directors held immediately after each annual meeting of the shareholders except as hereinafter otherwise provided for filling vacancies. Each officer shall hold his office until a successor has

been duly chosen and has qualified, or until death, or resignation or removal in the manner hereinafter provided.

**4.03 Removal.** Any officer or agent elected or appointed by the board of directors may be removed by the board of directors at any time whenever in its judgment the best interests of the corporation would be served thereby, and such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**4.04 Vacancies.** All vacancies in any office shall be filled by the board of directors without undue delay, at any regular or special meeting of the directors.

**4.05 President.** The president shall be the chief executive officer of the corporation and shall have general supervision over the business of the corporation and over its several officers, subject, however, to the control of the board of directors. The president may sign, with the treasurer or with the secretary or any other proper officer of the corporation authorized by the board of directors, certificates for shares of the capital stock of the corporation; may sign and execute in the name of the corporation deeds, mortgages, bonds, contracts or other instruments authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation; and in general shall perform all duties incident to the duties of the president, and such other duties as from time to time may be assigned by the board of directors.

**4.06 Vice President.** If the board elects a vice president, such vice president shall in the absence or incapacity of the president, or as ordered by the board of directors, perform the duties of the president, or such other duties or functions as may be given by the board of directors from time to time.

**4.07 Treasurer.** The treasurer shall have the care and custody of all the funds and securities of the corporation and deposit the same in the name of the corporation in such bank or trust company as the board of directors may designate; may sign or countersign all checks, drafts and orders for the payment of money and may pay out and dispose of same under the direction of the board of directors, and may sign or countersign all notes or other obligations of indebtedness of the corporation; may sign with the president or vice president, certificates for shares of stock of the corporation; shall at all reasonable times exhibit the books and accounts to any director or shareholder of the corporation under application at the office of the company during business hours; and shall perform all duties as from time to time may be assigned by the president or by the board of directors. The board of directors may at its discretion require that each officer authorized to disburse the funds of the corporation be bonded in such amount as the board deems adequate.

**4.08 Secretary.** The secretary shall keep the minutes of the meetings of the board of directors and also the minutes of the meetings of the shareholders; shall prepare and serve all notices of the corporation and shall affix the seal of the corporation to all certificates of stock, when signed and countersigned by the duly authorized officers; may sign certificates for shares of stock of the corporation; may sign or countersign all checks, drafts and orders for payment of

money; shall have charge of the certificate book and such other books and papers as the board may direct; shall keep a stock book containing the names of all persons who are shareholders of the corporation, showing their places of residence, the number of shares of stock held by them respectively, the time when they respectively became the owners thereof, and the amount paid thereof; and shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the board of directors.

**4.09 Other Officers.** The board of directors may authorize and empower other persons or other officers appointed to perform the duties and functions as officers of the corporation.

## **5. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Except as stated otherwise, the corporation shall indemnify all of its officers and directors, past, present and future, against any and all expenses incurred by them, and each of them including but not limited to legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any or all of them for or on account of any act or omission alleged to have been committed while acting within the scope of their duties as officers or directors of this corporation. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of the corporation. The corporation shall not indemnify any person against liability or litigation expense incurred on account of activities which were at the time taken known or believed to be in conflict with the best interests of the corporation. The corporation shall not indemnify any director with respect to any liability arising out of unlawful declaration of dividends or any transaction from which the director derived an improper personal benefit.

## **6. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**6.01 Contracts.** The board of directors may authorize any director, officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**6.02 Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors or approved by a loan committee appointed by the board of directors and charged with the duty of supervising investments. Such authority may be general or confined to specific instances.

**6.03 Checks, Drafts, Etc.** All checks, drafts, orders for payment of money (including any cryptocurrency), notes or other evidences of indebtedness issued in the name of the corporation shall be signed or executed by such director, officer or agent of the corporation and in such manner as shall from time to time be determined by resolutions of the board of directors.

**6.04 Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, other depositories, or digital wallets as the board of directors may select.

## **7. CAPITAL STOCK**

**7.01 Share Certificate.** Unless required in the articles of incorporation, the board of directors may issues shares of stock of the corporation by certificate or without certificate. All shares shall be numbered in the order of their issue. Each shareholder must be provided a certificate signed and sealed by the corporation or a written statement containing at a minimum: (a) the name of issuing corporation and that it is organized under the laws of the State of Wyoming; (b) the name of the person or entity to which such share is issued; (c) the number and class of shares and designation of any series of the issued shares. If the corporation is authorized to issue different classes of shares or different series within a class, the written statements shall describe the designations, the relative rights, preferences, and limitations applicable to each class and the variations in rights, preferences, and limitations for each series.

**7.02 Restricted Transfer of Stock.** The board of directors may impose restrictions on the transfer or registration of transfer of shares. A restriction on the transfer or registration of transfer of shares may: (a) obligate the shareholder to offer the corporation or other shareholders the first opportunity to acquire the restricted shares; (b) obligate the corporation or other shareholders to acquire the restricted shares; (c) require the corporation, the holders of any class of its shares, or any other person to approve the transfer of the restricted shares; or (d) prohibit the transfer of the restricted shares.

**7.03 Regulations.** The board of directors may make such rules and regulations as it deems necessary that are not inconsistent with the bylaws or with the articles of incorporation, concerning the issue, transfer and registration of certificates for shares of stock of the corporation.

## **8. DIVIDENDS**

**8.01 Identity of Shareholders.** The corporation shall be entitled to treat the holder or registered owner of any share of stock as the holder in fact thereof, and accordingly, shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided by the laws of Wyoming.

**8.02 Payment of dividends.** Dividends on the capital stock of the corporation, subject to the provisions of the Articles of Incorporation, if any, may be declared by the board of directors at any regular or special meeting pursuant to law.

**8.03 Corporate Records.** The board of directors may close the transfer books in its discretion for a period not exceeding fifteen (15) days preceding the date fixed for holding any shareholder meeting or the day appointed for the payment of a dividend.

**8.04 Reserves.** Before payment of any dividend or making any distribution of profits, there may be set aside out of funds of the corporation available for dividends, such sum or sums as the directors may from time to time, in their absolute discretion, deem proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for any such other purpose as the directors deem necessary to protect the interest and purpose of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

## **9. WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of these bylaws, pursuant to the articles of corporation, or under the laws of the State of Wyoming, a waiver in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **10. DOCUMENT COPIES**


Except as provided in these bylaws or where otherwise limited by law, any photocopy, facsimile copy, or other reliable reproduction of any writing may be substituted for the original writing or any original signature affixed thereto for any corporate purpose for which the original could be used, provided that the copy or reproduction is a complete reproduction of the entire original writing.

## **11. AMENDMENTS**

Unless otherwise prescribed by law or the Articles of Incorporation, these Bylaws may be amended or altered at any meeting of the Board of Directors by affirmative vote of a super majority (75%) of the directors. Unless otherwise prescribed by law or the Articles of Incorporation, the super majority (75%) of Shareholders entitled to vote in respect of the election of directors, however, shall have the power to rescind, amend, alter or repeal any Bylaws and to enact Bylaws which, if expressly so provided, may not be amended, altered or repealed by the Board of Directors.

The undersigned, being the secretary of BLOCKCHAIN GAME PARTNERS, INC., hereby acknowledges that the above and foregoing bylaws were duly adopted as the bylaws of said corporation on the 15 day of March, 2019.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 15 day of March, 2019.

  
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Wright Thurston, Secretary